# FORM D RECEIVED SEP 1 0 2003

# **UNITED STATES**

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

# FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB API	PROVAL
OMB Number:	3235-0076
Expires:	May 31, 2005
Estimated average	e burden
hours per respon	nse1
SEC USE	E ONLY
Prefix	Serial
DATE RE	CEIVED

Name of Offering ( check if this is an amendment and name has changed, and indicate change.)  Bridge Loan Financing	1162854
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506  Type of Filing: New Filing Amendment	Section 4(6) ULOE
A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issuer  Name of Issuer ( check if this is an amendment and name has changed, and indicate change.)  Ingrian Networks, Inc.	03031353
Address of Executive Offices (Number and Street, City, State, Zip Code) 475 Broadway, Second Floor, Redwood City, CA 94063	Telephone Number (Including Area Code) (650) 261-2000
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business  Development of encryption technology.	
Type of Business Organization    corporation   limited partnership, already formed   limited partnership, to be formed   other	PROCESSED r (please specify): SFP 1 1 2003
Actual or Estimated Date of Incorporation or Organization:    Month   Year	Actual Estimated FINANCIAL
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service Abbreviation for S CN for Canada; FN for other foreign jurisdiction)	tate: DE

## **GENERAL INSTRUCTIONS**

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

## **ATTENTION**

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. A. BASIC IDENTIFICATION DATA	
<ul> <li>Enter the information requested for the following:</li> <li>Each promoter of the issuer, if the issuer has been organized within the past five years;</li> <li>Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;</li> <li>Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and</li> <li>Each general and managing partner of partnership issuers.</li> </ul>	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner	
Full Name (Last name first, if individual)	
Nielsen, Chuck	
Business or Residence Address (Number and Street, City, State, Zip Code)	
475 Broadway, Second Floor, Redwood City, CA 94063	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner	
Full Name (Last name first, if individual)	
Murchison, Roderick	
Business or Residence Address (Number and Street, City, State, Zip Code)	
475 Broadway, Second Floor, Redwood City, CA 94063	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner	
Full Name (Last name first, if individual)	
Steinkrauss, Robert	
Business or Residence Address (Number and Street, City, State, Zip Code)	
475 Broadway, Second Floor, Redwood City, CA 94063	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner	
Full Name (Last name first, if individual)	
Thiele-Sardina, Roy	
Business or Residence Address (Number and Street, City, State, Zip Code)	
475 Broadway, Second Floor, Redwood City, CA 94063	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner	
Full Name (Last name first, if individual)	
Callaghan, Jon	
Business or Residence Address (Number and Street, City, State, Zip Code)	
c/o Globalspan Capital, 505 Hamilton Avenue, Suite 310, Palo Alto, CA 94301	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or  Managing Partner	
Full Name (Last name first, if individual)	
Hamm, John	
Business or Residence Address (Number and Street, City, State, Zip Code)	
c/o Redpoint Ventures, 3000 Sand Hill Road, Bldg. 2, Ste. 290, Menlo Park, CA 94025	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or  Managing Partner	
Full Name (Last name first, if individual)	
Sweeney, John	
Business or Residence Address (Number and Street, City, State, Zip Code)	
c/o Prism Venture Partners, 100 Lowder Brook Dr., Ste. 2500, Westwood, MA 02090	
(Use blank sheet, or copy and use additional copies of this sheet, as necessary)	

		A. BASIC IDE	NTIFICATION DATA		
2. Enter the information requ		owing:		<u> </u>	<u> </u>
		uer has been organized withi		P :: 0 100	0, 0 1 0 :
• Each beneficial of securities of the issi	-	power to vote or dispose	e, or direct the vote or o	disposition of, 10	% or more of a class of equity
		f corporate issuers and of cor f partnership issuers.	porate general and managing	g partners of partner	rship issuers; and
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Solomon, Glenn					
Business or Residence Addre	ess (Number and S	Street, City, State, Zip Code)			
c/o Partech International, 5	in California Stre	eat Sta 3700 San Francisco	CA 94111		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	□ Director     □ Director	General and/or
					Managing Partner
Full Name (Last name first, i	f individual)				
Boneh, Dan					
Business or Residence Addre	ess (Number and S	Street, City, State, Zip Code)			
475 Broadway, Second Floo	or, Redwood City	, CA 94063			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or
	201 11 11 11				Managing Partner
Full Name (Last name first, i	f individual)				
Vogt, James					
Business or Residence Addre	ss (Number and S	Street, City, State, Zip Code)			
317 Bellevue Avenue, San M	Mateo, CA 94402				
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or
Full Name (Last name first, i	Findinidual)				Managing Partner
ruit Name (Last name mst, i	i iliuividuai)				
Bechtolsheim, Andreas					
Business or Residence Addre	ss (Number and S	Street, City, State, Zip Code)			
999 Mountain Home Road,	Woodside, CA 9	4062			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or
Full Name (Last name first, i	f individual)				Managing Partner
Joy, William	Ol1 1 C	Street City State 7in Code)			
Business or Residence Addre	iss (Number and S	street, City, State, Zip Code)			
P.O. Box 23, Aspen, CO 81	612				
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or
Full Name (Last name first, i	f individual)				Managing Partner
•					
Prism Venture Partners IV Business or Residence Addre		treet City State 7in Code)			
Dasmess of Residence Addition	oo (trailine) and S	succe, City, State, Zip Code)			
c/o Prism Venture Partners					
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i Partech U.S. Partners IV, L				····	
Business or Residence Addre		treet, City, State, Zip Code)		<del></del>	
c/o Partech International, 5			, CA 94111		

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2. Enter the information requ		wing:	<u>and an annual section of the sectio</u>	and the second s	
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		corporate issuers and of corporate issuers.	porate general and managing	g partners of partner	ship issuers; and
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
JAFCO			_		
Business or Residence Addre	ess (Number and S	treet, City, State, Zip Code)			
505 Hamilton Avenue, Suit	e 310, Palo Alto,	CA 94301			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Business or Residence Addre	ess (Number and S	treet, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				Managing J action
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Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)		<u> </u>		3 0
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		□ P 5		El Diamer	General and/or
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	Managing Partner
Full Name (Last name first, i	f individual)				
Business or Residence Addre	ess (Number and S	treet, City, State, Zip Code)	<del></del>		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Business or Residence Addre	ess (Number and S	treet, City, State, Zip Code)			
	(Use bi	ank sheet, or copy and use a	dditional copies of this sheet	, as necessary.)	

				В.	11.11 010		ABOUT OF	FERING				
1. Has the	e issuer sold,	or does the i	ssuer intend t	to sell, to no	n-accredited	investors in t	this offering?				Yes	No  X
	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?											
2. What i								\$	n/a_			
<ol> <li>Does the contract of the contract of</li></ol>	he offering pe	ermit joint ov	wnership of a	single unit?							Yes ⊠	No
4. Enter ti	Does the offering permit joint ownership of a single unit?  Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar											
person	or agent of a ve (5) persons	broker or dea	aler registered	d with the SE	EC and/or wit	h a state or st	ates, list the	f a person to be name of the borth the inform	roker or deal	er. If more		
Full Name (	Last name fir	st, if individu	ual)									
Business or	Residence Ac	ddress (Numl	ber and Stree	t, City, State	e, Zip Code)			<u> </u>		<del></del>		
Name of Ass	sociated Brok	ker or Dealer										
States in Wh	ich Person L	isted Has So	licited or Inte	ends to Solic	it Purchasers		<del></del>					<u> </u>
(Check "A	All States" or	check indivi	duals States)					•••••			□ A	ll States
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	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE	OF P	ROCEEDS		
1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		Aggregate	Amo	ount Already
	Type of Security		fering Price		Sold
	Debt	\$	0	\$	0
	Equity	\$	0	\$	0
	Common Preferred				
	Convertible Securities (including warrants)	\$	3,350,000.00	\$	1,499,999.94
	Partnership Interests	\$	0	\$	0
	Other (Specify)	\$	0	\$	0
	Total	\$	3,350,000.00	\$	1,499,999.94
	Answer also in Appendix, Column 3, if filing under ULOE.				
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		Number Investors	Dol	aggregate lar Amount Purchase
	Accredited investors				,499,999.94
	Non-accredited Investors			s	n/a
	Total (for filings under Rule 504 only)			\$ \$	n/a
3.	Answer also in Appendix, Column 4, if filing under ULOE.  If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of				
	securities in this offering. Classify securities by type listed in Part C - Question 1.		Type of	Dol	lar Amount
	Type of Offering		Security		Sold
	Rule 505		n/a	\$	n/a
	Regulation A		n/a	\$	n/a
	Rule 504		n/a	\$	n/a
	Total		n/a	\$	n/a
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.				
	Transfer Agent's Fees			\$	0
	Printing and Engraving Costs			\$	0
	Legal Fees		$\boxtimes$	\$	40,000.00
	Accounting Fees			\$	0
	Engineering Fees			\$	0
	Sales Commissions (specify finders' fees separately)			\$	0
	Other Expenses (identify)			\$	0
	Total			\$	40,000.00
			_		

C. OFFERIN	NG PRICE, NUMBER OF INVESTORS, EXPENSES AND	USE OF P	ROCEEDS		
total expenses furnished in response to Pa	regate offering price given in response to Part C - Question 1 an art C - Question 4.a. This difference is the "adjusted gross	ıd		\$ 3,31	0,000.00
5. Indicate below the amount of the adjusted of the purposes shown. If the amount for	d gross proceeds to the issuer used or proposed to be used for ear any purpose is not known, furnish an estimate and check the be payments listed must equal the adjusted gross proceeds to the iss	box		<del></del>	***************************************
set forth in response to Part C - Question		,uc.			
		Officers,	ments to Directors & filiates		ents To hers
Salaries and fees		🗆 \$	0	<b>S</b>	0
Purchase of real estate		🔲 \$	0	<b>S</b>	0
Purchase, rental or leasing and installation	on of machinery and equipment	🔲 \$	0	<b>S</b>	0
Construction or leasing of plant building	s and facilities	🗆 \$	0	\$	0
Acquisition of other businesses (includin used in exchange for the assets or securit	ng the value of securities involved in this offering that may be ties of another issuer pursuant to a merger)	🔲 \$	0	<b>\$</b>	0
Repayment of indebtedness		🗆 \$	0	<b>\$</b>	0
Working capital		🗆 \$	00		0,000.00
Other (specify):		🔲 \$	0	<b>\$</b>	0
Column Totals		🗆 \$	0	<b>∑</b> \$ <u>3,31</u>	0,000.00
Total Payments Listed (column tota	als added)			0,000.00	
	D. FEDERAL SIGNATURE				
undertaking by the issuer to furnish the U.S. Secu	d by the undersigned duly authorized person. If this notice is filed useful to the unities and Exchange Commission, upon written request of its staff, of Rule 502.	inder Rule 50 , the informa	15, the following ation furnished b	signature co	nstitutes an to any non-
Issuer (Print or Type)	Signature D	Date 9	1/3/03		
Ingrian Networks, Inc.  Name of Signer (Print or Type)	Title of Signer (Printer Type)		7		
Charles F. Nielsen	Vice President Operations, Finance and Administration	1			
	ATTENTION	<u></u> -			
Intentional Misstatement	ts or Omissions of Fact Constitute Federal Criminal Violatic	ons. (See 1	8. U.S.C. 100	1.)	
THORITONIA TITIONIA CONTO	of officering of the constitute to define of minimal violation	31.10. (300 1	0. 0.0.0. 100	1.,	